

Exhibit 42

Stuart Breslow
October 09, 2020

42 to 45

<p style="text-align: right;">Page 42</p> <p>1 - STUART BRESLOW -</p> <p>2 managing programmers or engineers in your role as</p> <p>3 chief compliance officer?</p> <p>4 A. The team of 250 people who worked in</p> <p>5 the group who were subject to my strategic</p> <p>6 direction were a mix of programmers, engineers,</p> <p>7 solutions architects, product managers. So my own</p> <p>8 sense is that I was more of the manager of that</p> <p>9 program -- I was strategic manager of that</p> <p>10 program at least from 2005 to 2016 because that</p> <p>11 was -- that was probably the major initiative in</p> <p>12 the compliance group.</p> <p>13 Q. Were those -- that group of 250, were</p> <p>14 they considered to be part of the compliance</p> <p>15 department or part of the IT group?</p> <p>16 A. They were part of the IT department</p> <p>17 and they reported to the IT department, but they</p> <p>18 were responsive to our strategic decision-making.</p> <p>19 So by way of contrast, before I went</p> <p>20 back to Morgan Stanley the -- the IT department</p> <p>21 basically told the compliance department what they</p> <p>22 were working on. When I returned to Morgan</p> <p>23 Stanley, I -- I made the decision, and the IT</p> <p>24 department agreed, that the strategic direction</p> <p>25 would be set by me; and so I was the one who set</p>	<p style="text-align: right;">Page 44</p> <p>1 - STUART BRESLOW -</p> <p>2 Morgan Stanley.</p> <p>3 Q. In the last year you were there?</p> <p>4 A. Not the last -- the last year I was</p> <p>5 doing more advisory work for the general counsel,</p> <p>6 so probably the last -- the two years before that.</p> <p>7 Q. Well, I think you said you were</p> <p>8 exploring it. If you used a different word, I</p> <p>9 apologize. Had Morgan Stanley actually adopted</p> <p>10 machine learning at that point in time?</p> <p>11 A. I don't recall.</p> <p>12 Q. Do you have a Ph.D. or Masters of</p> <p>13 Science in computer science?</p> <p>14 A. I do not.</p> <p>15 Q. Do you have a Ph.D. or Master of</p> <p>16 Science in a related technical field --</p> <p>17 MR. GAGE: Objection.</p> <p>18 Q. -- of computer science?</p> <p>19 MR. GAGE: Objection.</p> <p>20 A. We went through my background before.</p> <p>21 You know that I have a JD from Columbia University</p> <p>22 School of Law. That's my -- my -- my final</p> <p>23 educational experience.</p> <p>24 Q. And so is the answer no, you do not</p> <p>25 have a Ph.D. or MS in the technical field related</p>
<p style="text-align: right;">Page 43</p> <p>1 - STUART BRESLOW -</p> <p>2 the strategic direction and the tactical projects</p> <p>3 they were working on as opposed to the other way</p> <p>4 around. This is what it had been when I wasn't</p> <p>5 there.</p> <p>6 Q. So is it fair to say that compliance</p> <p>7 was the business partner that that IT group was</p> <p>8 supporting?</p> <p>9 A. Correct.</p> <p>10 Q. In any of the roles that we've</p> <p>11 discussed thus far, did you work with cloud</p> <p>12 technology?</p> <p>13 A. No.</p> <p>14 Q. In any of the roles that we've</p> <p>15 discussed thus far, did you work with machine</p> <p>16 learning?</p> <p>17 A. Yes.</p> <p>18 Q. In what capacity?</p> <p>19 A. Machine learning was -- machine</p> <p>20 learning became foundational to compliance systems</p> <p>21 and we were exploring ways to use machine learning</p> <p>22 in what we were doing.</p> <p>23 Q. During what period of time?</p> <p>24 A. Later, later in time. I don't know</p> <p>25 precisely when, but towards the end of my time at</p>	<p style="text-align: right;">Page 45</p> <p>1 - STUART BRESLOW -</p> <p>2 to computer science.</p> <p>3 MR. GAGE: Objection.</p> <p>4 A. That's a different question than the</p> <p>5 one you just asked, so the answer is no.</p> <p>6 Q. Have you ever built an engineering</p> <p>7 team?</p> <p>8 MR. GAGE: Objection.</p> <p>9 A. Well, at Google Cloud yeah, we</p> <p>10 created an engineering team to support the</p> <p>11 financial services vertical.</p> <p>12 Q. Okay. In the roles that we've</p> <p>13 discussed thus far ending with your time as an</p> <p>14 advisor -- as partner at McKinsey in 2017 or 2018,</p> <p>15 up until that point in time had you ever built an</p> <p>16 engineering team?</p> <p>17 A. No.</p> <p>18 MR. GAGE: Objection.</p> <p>19 Q. Up through the end of your time at</p> <p>20 McKinsey in 2018, had you ever managed an</p> <p>21 engineering team?</p> <p>22 MR. GAGE: Objection.</p> <p>23 A. Again, you know, just to be</p> <p>24 con -- it's question of what you mean by</p> <p>25 "managed," but again I make reference to the team</p>

<p style="text-align: right;">Page 46</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 that supported my group for which I provided</p> <p>2 strategic direction and tactical direction at</p> <p>3 Morgan Stanley.</p> <p>4 Q. And apart from that you never</p> <p>5 directly managed an engineering team, correct?</p> <p>6 A. No.</p> <p>7 Q. Do you have any technical --</p> <p>8 A. I'm sorry, I guess the answer to that</p> <p>9 question would be yes because you said "never," so</p> <p>10 I think you want me to say yes and not no. I</p> <p>11 apologize for speaking over you.</p> <p>12 Q. So the answer is you never managed an</p> <p>13 engineering team directly, correct?</p> <p>14 MR. GAGE: Objection.</p> <p>15 A. Yes.</p> <p>16 Q. Have you had any technical training</p> <p>17 with respect to computer science?</p> <p>18 A. No.</p> <p>19 Q. Have you had any technical training</p> <p>20 with respect to computer engineering?</p> <p>21 A. No.</p> <p>22 Q. Have you had any technical training</p> <p>23 with respect to coding?</p> <p>24 A. No.</p> <p>25</p>	<p style="text-align: right;">Page 48</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 Q. Okay.</p> <p>2 MS. GREENE: We have been going about</p> <p>3 an hour. I don't know if anyone is in need</p> <p>4 of a break. If so, this would be a good time</p> <p>5 for a five-minute break or I'm happy to</p> <p>6 continue pushing on.</p> <p>7 MR. GAGE: You can keep going.</p> <p>8 THE VIDEOGRAPHER: Okay standby. The</p> <p>9 time is 10:29 a.m. and we're going off the</p> <p>10 record.</p> <p>11 (Whereupon, there was a brief recess</p> <p>12 in the proceedings.)</p> <p>13 THE VIDEOGRAPHER: The time is 10:36</p> <p>14 a.m. and we're back the record.</p> <p>15 Q. Mr. Breslow, when did you join</p> <p>16 Google?</p> <p>17 A. July, 2018.</p> <p>18 Q. And how did you come to join Google?</p> <p>19 A. I was recruited.</p> <p>20 Q. By whom?</p> <p>21 A. Tariq Shaukat, T-A-R-I-Q</p> <p>22 S-H-A-U-K-A-T.</p> <p>23 Q. Did you know Mr. Shaukat prior to</p> <p>24 being recruited by him?</p> <p>25</p>
<p style="text-align: right;">Page 47</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 Q. Have you had any technical training</p> <p>2 with respect to programming?</p> <p>3 A. No.</p> <p>4 Q. Do you know how to code?</p> <p>5 A. No.</p> <p>6 Q. Do you know how to program?</p> <p>7 A. I'm sorry, what's -- what's the</p> <p>8 question?</p> <p>9 Q. Do you know how to do computer</p> <p>10 programming?</p> <p>11 A. What was the question before that?</p> <p>12 Maybe I missed it. I thought that was the same</p> <p>13 question.</p> <p>14 Q. First I asked if you know how to</p> <p>15 code.</p> <p>16 A. No, then you said do you know how to</p> <p>17 program and then you said do I know how to</p> <p>18 computer program, is that --</p> <p>19 Q. Let me just ask a few questions just</p> <p>20 to make sure the record is clear. Do you know how</p> <p>21 to code?</p> <p>22 A. No.</p> <p>23 Q. Do you know how to program?</p> <p>24 A. No.</p> <p>25</p>	<p style="text-align: right;">Page 49</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 A. I did not. I received a phone call</p> <p>2 from Spencer Stuart that they were conducting an</p> <p>3 executive search and I participated in the search</p> <p>4 and that's how I met Tariq.</p> <p>5 Q. Do you know how Spencer Stuart got</p> <p>6 your name?</p> <p>7 A. I -- I don't. I assume it was some</p> <p>8 mix of I had spoken to them several times over the</p> <p>9 years when I was at Morgan Stanley. As I was</p> <p>10 retiring I talked about opportunities with one of</p> <p>11 their senior partners, and then obviously</p> <p>12 my -- as you've seen, my resume is on LinkedIn and</p> <p>13 I have a fairly good reputation, so they thought I</p> <p>14 might fill the bill.</p> <p>15 Q. Who is Ruth Porat?</p> <p>16 A. Ruth Porat is the chief financial</p> <p>17 officer of Alphabet.</p> <p>18 Q. And do you know her?</p> <p>19 A. I do.</p> <p>20 Q. How do you know her?</p> <p>21 A. Probably -- and I don't remember</p> <p>22 whether it was 1988 or 1989 -- she was the</p> <p>23 mergers and acquisitions associate at Morgan</p> <p>24 Stan -- associate, yeah. She was a mergers and</p> <p>25</p>

October 09, 2020

54 to 57

<p style="text-align: right;">Page 54</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 A. No, the only one I pointed Stuart</p> <p>2 Vardaman to was -- was Ruth. Vardaman,</p> <p>3 V-A-R-D-A-M-A-N.</p> <p>4 Q. Did you participate in any job</p> <p>5 interviews in connection with your hiring by</p> <p>6 Google?</p> <p>7 A. Yeah, I was interviewed.</p> <p>8 Q. How many times?</p> <p>9 A. Three.</p> <p>10 Q. Were any of those group interviews?</p> <p>11 A. I'm sorry, were any of those what?</p> <p>12 Q. Group interviews.</p> <p>13 A. No.</p> <p>14 Q. Do you recall who it was that you</p> <p>15 interviewed with?</p> <p>16 A. Yes.</p> <p>17 Q. And who was that?</p> <p>18 A. I had a phone interview with Tariq</p> <p>19 which then led to an in-person interview -- a set</p> <p>20 of in-person interviews in Sunnyvale with Diane</p> <p>21 Greene, Tariq Shaukat again, Greg Moore, Fiona</p> <p>22 O'Donnell who was on a video con, and that was it.</p> <p>23 I was supposed to meet with Kevin Piraino, but he</p> <p>24 had not completed the Google interview training so</p> <p>25</p>	<p style="text-align: right;">Page 56</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 A. Didn't I just say that?</p> <p>2 Q. If you can, answer the questions that</p> <p>3 I've asked you.</p> <p>4 MR. GAGE: Objection.</p> <p>5 A. Yes.</p> <p>6 Q. And were you -- at the time you were</p> <p>7 being recruited, were you told what your job title</p> <p>8 would be?</p> <p>9 A. No.</p> <p>10 Q. At the time you were being recruited,</p> <p>11 was the future development of the role discussed</p> <p>12 in any way?</p> <p>13 MR. GAGE: Objection.</p> <p>14 A. I don't know what that means.</p> <p>15 Q. At the time you were being recruited,</p> <p>16 did you have any discussions about where or how</p> <p>17 the role might develop over time?</p> <p>18 A. The role is a new role. It didn't</p> <p>19 exist before, so the role as described it was</p> <p>20 future looking. I wasn't replacing somebody. The</p> <p>21 role didn't exist.</p> <p>22 Q. Were there any discussions on what</p> <p>23 the role might look like down the road in two</p> <p>24 years, five years, anything like that?</p> <p>25</p>
<p style="text-align: right;">Page 55</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 we adjourned that one, and then subsequently I met</p> <p>2 with Brian Stevens in New York personal -- in</p> <p>3 person rather, in person I think on Google campus.</p> <p>4 Q. During the time that you were being</p> <p>5 recruited by Google, how was the role for which</p> <p>6 you were being recruited described to you?</p> <p>7 A. The role that was described to me was</p> <p>8 that in the Cloud the major opportunity for Google</p> <p>9 Cloud was in regulated industries, which had a set</p> <p>10 of imperatives -- a set of customer imperatives</p> <p>11 that had to be met and that the role I was being</p> <p>12 recruited for was two-fold.</p> <p>13 One to internal facing to help</p> <p>14 explain to a product developer, the engineers why</p> <p>15 those -- what those requirements were and why they</p> <p>16 matter. And then, two, to act as a bridge to</p> <p>17 customers and help give them comfort that Google</p> <p>18 is responsive to the regulatory imperatives that</p> <p>19 they needed to meet in order to adopt Google</p> <p>20 Cloud.</p> <p>21 Q. Was it described to you that you</p> <p>22 would have any role with respect to representing</p> <p>23 Google externally or internally in your industry</p> <p>24 areas?</p> <p>25</p>	<p style="text-align: right;">Page 57</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 MR. GAGE: Objection.</p> <p>2 A. Yeah, yes.</p> <p>3 Q. And what was the discussion with</p> <p>4 respect to that?</p> <p>5 A. The idea was to build out a team that</p> <p>6 was aware of, responsive to regulatory imperatives</p> <p>7 globally, help set an agenda for those as well,</p> <p>8 help explain them to -- you know, help advocate</p> <p>9 for them internally and help sell them externally</p> <p>10 to senior -- to the customer -- senior executives</p> <p>11 and customers, give them assurances that</p> <p>12 Google Cloud was a place for regulated industries</p> <p>13 to -- to come do business.</p> <p>14 Q. And was it described to you as an</p> <p>15 individual contributor role or a managing role?</p> <p>16 A. Both, because initially there was</p> <p>17 just me and then ultimately there was to be a team</p> <p>18 supporting it.</p> <p>19 Q. What was your title when you joined</p> <p>20 Google?</p> <p>21 A. Managing director of technology and</p> <p>22 policy I think.</p> <p>23 Q. Was that a title you selected for</p> <p>24 yourself?</p> <p>25</p>

Page 62

1 - STUART BRESLOW -
2 were being paid at McKinsey?
3 A. Probably not.
4 Q. Do you know whether they were aware
5 of what you were being paid at McKinsey?
6 A. Don't know.
7 Q. At the time that you joined Google,
8 you still had outstanding RSQs from Morgan -- I'm
9 sorry, outstanding awards, deferred awards from
10 Morgan Stanley, correct?
11 A. Correct.
12 Q. Did you forfeit any of those awards
13 by virtue of joining Google?
14 A. No.
15 Q. And so no portion of the initial
16 equity award from Google was replacement equity
17 for amounts that you were losing by virtue of
18 joining?
19 A. Sorry, there's -- there's just a
20 negative embedded in there. I want to make sure
21 I answer the question properly. So no portion
22 was -- yeah -- yes, no portion -- no portion was
23 made good.
24 Q. Okay. If we can go back to Box,
25 we're going to look at another document.

Page 63

1 - STUART BRESLOW -
2 A. Okay, let me -- let me minimize. I
3 don't need to minimize -- yeah. Got it, okay.
4 Back in the Box, yes.
5 Q. And if you hit refresh, you should
6 see Tab 13.
7 A. Hold on, let me refresh. Okay, got
8 Tab 13. Open it?
9 Q. Right.
10 A. Opened, yes, got it.
11 Q. I'm going to mark --
12 A. So Hold on, it keeps giving me hints
13 on how to use Box.
14 Okay, got it.
15 Q. We're going to mark this as Exhibit
16 13. Exhibit 13, Bates stamped G002 -- I'm sorry,
17 GOOG-ROWE-00060576 through 578.
18 (Whereupon, Exhibit 13 was marked at
19 this time.)
20 Q. Do you recognize this document?
21 A. Hold on.
22 Yes.
23 Q. And what do you recognize this
24 document to be?
25 A. The offer letter from Google to me.

Page 64

1 - STUART BRESLOW -
2 Q. And is this the final offer letter
3 that you received?
4 A. To my knowledge I -- I signed it, so
5 I'm assuming this is the last one. You know, I'm
6 sorry, to -- to your point, no, to my knowledge
7 there was no subsequent one. This was it.
8 Q. And did you negotiate any component
9 of this offer letter?
10 A. No.

Page 65

1 - STUART BRESLOW -
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 Q. What was your level in Google at the
9 time of your hire?
10 A. I didn't know. I came to learn I was
11 an L 9.
12 Q. When did you come to know that you
13 were an L 9?
14 A. At some point. I'm sorry, some point
15 subsequent to my hiring. I -- I don't remember
16 exactly when.
17 Q. Was it while you were still at
18 Google?
19 A. Yeah. Sorry, do you want me to
20 continue looking at this or do you want me to come
21 back to the video, what would you like?
22 Q. We're done with this document if you
23 want to put it aside.
24 A. Okay, let me come back to you. Hold
25 on.

October 09, 2020

66 to 69

<p style="text-align: right;">Page 66</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 Thank you.</p> <p>2 Q. Is a managing director in Google the</p> <p>3 same as a director?</p> <p>4 MR. GAGE: Objection.</p> <p>5 A. I always found that somewhat</p> <p>6 confusing. I didn't know -- some of the corporate</p> <p>7 titles I didn't understand, so I don't know</p> <p>8 whether our managing director and a director are</p> <p>9 just the same or different.</p> <p>10 Q. Do you know whether Levels 8 and 9</p> <p>11 are considered director level roles at Google?</p> <p>12 A. I don't know that.</p> <p>13 Q. Did you negotiate with Google your</p> <p>14 level?</p> <p>15 A. No. I assume my level was based on</p> <p>16 my years of experience and my, you know, value to</p> <p>17 the organization.</p> <p>18 Q. Did they tell you what your level was</p> <p>19 based on?</p> <p>20 A. No, I just assumed that's how they</p> <p>21 came to conclude it. You know, I had 30-plus</p> <p>22 years of experience in financial services. I had</p> <p>23 worked with, you know, CEOs, a close advisor to</p> <p>24 CEOs. In my McKinsey time I also worked with</p> <p>25</p>	<p style="text-align: right;">Page 68</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 industry alliances, something like -- whatever</p> <p>2 Tariq's group. They had some name, but something</p> <p>3 like that. Some name like vertical platforms</p> <p>4 industry alliances I think was probably the name</p> <p>5 at the time.</p> <p>6 Q. And it's your testimony that it's</p> <p>7 whatever the group was that Tariq Shaukat managed?</p> <p>8 A. Yes.</p> <p>9 Q. Do you know -- are you familiar at</p> <p>10 Google with the concept of ladders?</p> <p>11 A. Yes.</p> <p>12 Q. And do you know what your ladder was?</p> <p>13 A. No.</p> <p>14 Q. Was your ladder ever shared with you?</p> <p>15 A. Not my recollection.</p> <p>16 Q. Did you ever see the ladder?</p> <p>17 MR. GAGE: Objection.</p> <p>18 A. Not to my recollection.</p> <p>19 Q. What was your reporting line in the</p> <p>20 position you held at the time you joined Google?</p> <p>21 MR. GAGE: I'm sorry, can you say</p> <p>22 that again. There was some paper shuffling,</p> <p>23 Cara.</p> <p>24 A. Yeah.</p> <p>25</p>
<p style="text-align: right;">Page 67</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 financial institutions globally and in times of</p> <p>2 crisis. So I -- you know, they thought I was</p> <p>3 sufficiently senior.</p> <p>4 Even -- even my time at Google, you</p> <p>5 know, I met with very senior people at Google. I</p> <p>6 met with regulators along with senior people, so</p> <p>7 that's -- I don't know. Didn't seem -- didn't</p> <p>8 surprise me I was a Level 9.</p> <p>9 Q. To be clear, though: No one at</p> <p>10 Google ever communicated to you the basis for your</p> <p>11 level; is that correct?</p> <p>12 A. Right, other than through my</p> <p>13 assumptions.</p> <p>14 Q. At the time you were hired, did</p> <p>15 anyone on behalf of Google explain to you the</p> <p>16 factors that were dictating what your salary,</p> <p>17 bonus, and compensation was?</p> <p>18 A. No. No.</p> <p>19 THE WITNESS: Sorry, Hope.</p> <p>20 A. No.</p> <p>21 Q. At the time you joined Google, what</p> <p>22 group or organizational unit did you work in?</p> <p>23 A. What's it called. Industry</p> <p>24 plat -- industry -- was it vertical platforms and</p> <p>25</p>	<p style="text-align: right;">Page 69</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 Q. What was your reporting line in the</p> <p>2 position you held at the time you joined Google?</p> <p>3 A. I reported to Tariq Shaukat.</p> <p>4 Q. Do you recall what Mr. Shaukat's</p> <p>5 title was at the time?</p> <p>6 A. Well, he was co -- he was</p> <p>7 co-president of Google Cloud along with P.H.</p> <p>8 Ferrand and he -- I think his corporate title</p> <p>9 was -- was senior VP, but I don't remember that</p> <p>10 for sure.</p> <p>11 Q. Do you know what his level was?</p> <p>12 A. Only by hypothesis that if -- if I</p> <p>13 was 9, he had to be 10.</p> <p>14 Q. Now, at the time you were hired, was</p> <p>15 it your understanding that you were hired to lead</p> <p>16 the customer-facing regulatory and compliance</p> <p>17 engagement for Google Cloud globally?</p> <p>18 A. No.</p> <p>19 Q. Was it your understanding that you</p> <p>20 would be responsible for building a global team to</p> <p>21 work with customers and partners across</p> <p>22 industries?</p> <p>23 A. You're talking about at the time I</p> <p>24 was hired?</p> <p>25</p>

October 09, 2020

70 to 73

<p style="text-align: right;">Page 70</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 Q. Yes.</p> <p>2 A. That was one component of the job</p> <p>3 that I was hired to do, yes.</p> <p>4 Q. At the time you -- you were hired,</p> <p>5 did you understand that you were expected to work</p> <p>6 closely with the product and engineering teams in</p> <p>7 GT and GPT?</p> <p>8 A. Yes.</p> <p>9 Q. At the time you were hired, did you</p> <p>10 understand that you were being hired into a role</p> <p>11 that was primarily focused on regulatory and</p> <p>12 compliance work?</p> <p>13 A. No.</p> <p>14 Q. Did you understand it to be an</p> <p>15 engineering role?</p> <p>16 A. No.</p> <p>17 Q. Was it your understanding that you</p> <p>18 would be responsible for working with customers</p> <p>19 and partners to explain how Google Cloud meets</p> <p>20 their compliance and regulatory needs?</p> <p>21 A. Yes.</p> <p>22 Q. Was it your understanding that you</p> <p>23 would be responsible for creating a plan for what</p> <p>24 certifications and approvals were needed to</p> <p>25</p>	<p style="text-align: right;">Page 72</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 posed, it suggested that -- that it was that to</p> <p>2 the exclusion of all other things. That was one</p> <p>3 component of what I was doing; that was not the</p> <p>4 sole purpose of the role.</p> <p>5 So the things you've now detailed are</p> <p>6 things that were -- were well within the ambit of</p> <p>7 my responsibility there, but I understood that</p> <p>8 question to mean are you -- were you singularly</p> <p>9 doing a regulatory compliance role at Google Cloud</p> <p>10 and the answer was no. It was all those other</p> <p>11 things that you just set out.</p> <p>12 Q. Let me just say it one more time and</p> <p>13 then you can answer yes or no whether it's true or</p> <p>14 not true. Was it your understanding that your</p> <p>15 role was to lead regulatory and compliance on the</p> <p>16 business and customer side for Google Cloud?</p> <p>17 MR. GAGE: Objection.</p> <p>18 A. Could you say it again?</p> <p>19 Q. Yes. Was it your understanding that</p> <p>20 your role was to lead regulatory and compliance on</p> <p>21 the business and customer side for Google Cloud?</p> <p>22 MR. GAGE: Objection.</p> <p>23 A. At the time I was hired, yes? Ms.</p> <p>24 Greene, at the time I was hired? I'm asking you a</p> <p>25</p>
<p style="text-align: right;">Page 71</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 maximize market traction?</p> <p>2 A. No.</p> <p>3 Q. Did you understand at the time you</p> <p>4 were hired that your responsibilities included</p> <p>5 meeting engagement with regulators on regulatory</p> <p>6 issues?</p> <p>7 A. Yes.</p> <p>8 Q. Did you understand that your role was</p> <p>9 global and cross-vertical?</p> <p>10 A. Yes. And going back to the</p> <p>11 certifications: So I was not the one creating the</p> <p>12 plan, but I was working with others who created</p> <p>13 the plan. I was the primary input to that, but I</p> <p>14 was not the actual plan creator for the</p> <p>15 certifications.</p> <p>16 Q. So --</p> <p>17 A. That's what in fact I did in my time</p> <p>18 there.</p> <p>19 Q. So I just want to make sure on I'm</p> <p>20 clear on this: Is it your testimony that you did</p> <p>21 not understand the role to be a regulatory and</p> <p>22 compliance-focused role?</p> <p>23 MR. GAGE: Objection.</p> <p>24 A. That -- the way the question was</p> <p>25</p>	<p style="text-align: right;">Page 73</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 question.</p> <p>2 Q. Is that a question?</p> <p>3 A. Yes, that's a question.</p> <p>4 Q. Yes. At the time you were hired, was</p> <p>5 that your understanding of the role?</p> <p>6 A. That was a major component of the</p> <p>7 role, yes.</p> <p>8 Q. In terms of your qualifications, did</p> <p>9 you understand that for the role that you were</p> <p>10 hired into at Google, you needed to demonstrate a</p> <p>11 comprehensive understanding of how Google shapes</p> <p>12 the industry?</p> <p>13 A. Yeah. (Unintelligible crosstalk) I'm</p> <p>14 sorry -- I'm sorry, yes. I apologize, yes.</p> <p>15 Q. Was another qualification that you be</p> <p>16 recognized as an authority in multiple function</p> <p>17 areas?</p> <p>18 A. Yes.</p> <p>19 Q. Was another qualification that you be</p> <p>20 recognized as a world-class expert and guru both</p> <p>21 inside and external to Google?</p> <p>22 A. Yes.</p> <p>23 Q. Was a qualification that you be</p> <p>24 recognized as a resource for innovation and</p> <p>25</p>

October 09, 2020

74 to 77

<p style="text-align: right;">Page 74</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 groundbreaking development?</p> <p>2 A. You bet.</p> <p>3 Q. Was a qualification that you work on</p> <p>4 one or more of the company's most complex projects</p> <p>5 and/or problems?</p> <p>6 A. Yes.</p> <p>7 Q. Was a qualification that you be able</p> <p>8 to translate business needs into actionable</p> <p>9 initiatives?</p> <p>10 A. Sure.</p> <p>11 Q. Was another qualification that you be</p> <p>12 able to anticipate and solve problems across</p> <p>13 functional groups?</p> <p>14 A. That's what I've done for my whole</p> <p>15 career, yeah.</p> <p>16 Q. Was another qualification that you be</p> <p>17 able to own several complex projects and fully</p> <p>18 commit to their success?</p> <p>19 A. Yes. Again, that's what I did</p> <p>20 throughout my entire career.</p> <p>21 Q. Is another qualification that you</p> <p>22 would be able to apply advanced judgment to</p> <p>23 develop new solutions and think beyond existing</p> <p>24 resolutions, assumptions, or current knowledge of</p> <p>25</p>	<p style="text-align: right;">Page 76</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 function, business, and/or industry through advice</p> <p>2 counsel related to Google technologies and</p> <p>3 business strategies?</p> <p>4 A. Yes.</p> <p>5 Q. Was another that you act as a</p> <p>6 technical advisor to several project teams?</p> <p>7 A. Yes.</p> <p>8 Q. Was another that you consult on</p> <p>9 projects and/or people transitions?</p> <p>10 A. Yes.</p> <p>11 Q. Was another that you impact Google's</p> <p>12 long-term direction and success by contributing to</p> <p>13 setting strategy objectives for key functional</p> <p>14 areas?</p> <p>15 A. Yes.</p> <p>16 Q. Was another that you shape the</p> <p>17 direction and future of the function?</p> <p>18 A. Yes.</p> <p>19 Q. Was another to ensure that product</p> <p>20 and services are aligned with Google's current and</p> <p>21 future needs and expectations?</p> <p>22 A. Yes.</p> <p>23 Q. Was another that you impact Google's</p> <p>24 long-term direction and success -- well, you</p> <p>25</p>
<p style="text-align: right;">Page 75</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 the area and industry?</p> <p>2 A. Yeah, that's what senior executives</p> <p>3 do. That's -- yeah, that's what I was hired to</p> <p>4 do.</p> <p>5 Q. Was another qualification that you</p> <p>6 contribute to setting strategy objectives to the</p> <p>7 function?</p> <p>8 A. Yeah.</p> <p>9 Q. Was another qualification that you</p> <p>10 arbitrate and advocate the technical issues?</p> <p>11 A. You better believe it.</p> <p>12 Q. Was another that you grow the gold</p> <p>13 senior level talent pipeline?</p> <p>14 A. Uh-huh. Yes.</p> <p>15 Q. Was another that you have proven</p> <p>16 mastery of communication, negotiation, and</p> <p>17 influence skills?</p> <p>18 A. That was my -- you summed up my</p> <p>19 career in an -- in an -- in whatever, ten words.</p> <p>20 Q. Was another that you provide input to</p> <p>21 executives?</p> <p>22 A. Uh-huh. Yes. Sorry, no uh-huh.</p> <p>23 Yes.</p> <p>24 Q. Was another that you influence the</p> <p>25</p>	<p style="text-align: right;">Page 77</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 already said yes to that.</p> <p>2 Was another that you shape the</p> <p>3 direction and future of the organization and</p> <p>4 industry by designing, developing, and</p> <p>5 implementing groundbreaking technologies?</p> <p>6 A. Yes.</p> <p>7 Q. In your role at the time you joined</p> <p>8 Google, did you understand your responsibilities</p> <p>9 to include partnering closely with top global</p> <p>10 companies as their most trusted Google technical</p> <p>11 advisor?</p> <p>12 A. The -- yes. Though the one quibble</p> <p>13 might be around technical advisor but, yes, that</p> <p>14 was -- the idea was for me to be a point of</p> <p>15 contact for important clients in regulated</p> <p>16 industries and their senior executives.</p> <p>17 Q. And what's the quibble around</p> <p>18 technical advisor?</p> <p>19 A. Just -- just a question of what you</p> <p>20 mean by "technical."</p> <p>21 Q. What do you understand it to mean?</p> <p>22 A. Well, I understand it to mean to help</p> <p>23 them understand how Google Cloud technology</p> <p>24 works. So in that sense, yes, if someone is</p> <p>25</p>

<p style="text-align: right;">Page 78</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 calling -- calling me to talk about, you know, how</p> <p>2 do you program something, the answer is no. Again</p> <p>3 as we established earlier, I don't code and I</p> <p>4 don't program, but I do deal with senior</p> <p>5 executives all the time. That's what I do.</p> <p>6 Q. With respect to your responsibilities</p> <p>7 in the role that you were hired into --</p> <p>8 A. Uh-huh.</p> <p>9 Q. -- is one of your responsibilities</p> <p>10 identifying Cloud-related designs, development, or</p> <p>11 deployment friction points from the customers'</p> <p>12 perspective and rallying your teams to work</p> <p>13 through solutions?</p> <p>14 A. I'm sorry, I missed one word in</p> <p>15 there. I apologize.</p> <p>16 Q. Sure. Did it include identifying</p> <p>17 Cloud-related design, development, or deployment</p> <p>18 friction points --</p> <p>19 A. Oh, friction point. Okay, that</p> <p>20 what's I didn't hear. Thank you.</p> <p>21 Q. -- from the customers' perspective</p> <p>22 and rally teams to work through solutions?</p> <p>23 A. Yes, absolutely.</p> <p>24 Q. Was one of your responsibilities to</p> <p>25</p>	<p style="text-align: right;">Page 80</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 include public evangelism for emerging</p> <p>2 technologies and speaking publicly on those</p> <p>3 issues?</p> <p>4 A. Yes.</p> <p>5 Q. Did it involve doing deep dives with</p> <p>6 internal engineering teams on the key cases for a</p> <p>7 given launch?</p> <p>8 A. Yes.</p> <p>9 Q. Did it include leading a cross-Google</p> <p>10 technical working team through a critical</p> <p>11 engagement or through critical engagements?</p> <p>12 A. I'm sorry, say it again. I -- I</p> <p>13 wasn't following.</p> <p>14 Q. Did it include leading a cross-Google</p> <p>15 technical working team through critical</p> <p>16 engagements to customers?</p> <p>17 A. Yes.</p> <p>18 Q. In your role, did you need to be at</p> <p>19 home in a public speaking or a stage-type role?</p> <p>20 MR. GAGE: Objection.</p> <p>21 A. Did I need to be in my apartment in a</p> <p>22 public speaking engagement?</p> <p>23 Q. In your role, did you need to be at</p> <p>24 home on stage?</p> <p>25</p>
<p style="text-align: right;">Page 79</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 work with customers and partners to define joint</p> <p>2 initiative and co-create their transformation road</p> <p>3 map?</p> <p>4 A. Absolutely.</p> <p>5 Q. Was part of your responsibilities</p> <p>6 to tell the Google innovation story and help</p> <p>7 translate it to actionable steps global companies</p> <p>8 can take towards adoption?</p> <p>9 A. Yes.</p> <p>10 Q. Was part of your responsibilities to</p> <p>11 collaborate across functional and product area</p> <p>12 boundaries to bring the best of Google to the</p> <p>13 customer?</p> <p>14 A. Yes.</p> <p>15 Q. With respect to the role in which you</p> <p>16 were hired at Google, did your days include</p> <p>17 private whiteboarding sessions with Google</p> <p>18 customers?</p> <p>19 A. I'm sorry, you're asking whether the</p> <p>20 role contemplated it or whether I did it?</p> <p>21 Q. Whether the role either contemplated</p> <p>22 it or in fact you did it.</p> <p>23 A. A little bit of both, yeah.</p> <p>24 Q. Did the role, as you understood it,</p> <p>25</p>	<p style="text-align: right;">Page 81</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 MR. GAGE: Objection.</p> <p>2 A. What does that mean?</p> <p>3 Q. Did you need to be comfortable</p> <p>4 presenting publicly in your role?</p> <p>5 A. Sure.</p> <p>6 Q. Did you need to be comfortable or</p> <p>7 qualified to provide private consultations with a</p> <p>8 trusted advisor?</p> <p>9 A. Yes.</p> <p>10 Q. Okay. If you can, go back to the</p> <p>11 Box.</p> <p>12 A. Okay, give me a second. Okay, so I</p> <p>13 need to refresh it again?</p> <p>14 Q. Yes, please.</p> <p>15 A. Give me one second.</p> <p>16 Okay, so there's now 32, 33 and 34?</p> <p>17 Q. Let me make sure I've got the</p> <p>18 right --</p> <p>19 A. So I've got Tab 32 says "Solutions</p> <p>20 Consultant," Tab 33 says "Technical Solutions</p> <p>21 Consultant," Tab 34 says "GOOG-ROWE-5197."</p> <p>22 Q. Okay. If you can, open Tab 32.</p> <p>23 A. Okay, the solutions consultant. Got</p> <p>24 it.</p> <p>25</p>

Stuart Breslow
October 09, 2020

130 to 133

<p style="text-align: right;">Page 130</p> <p>- STUART BRESLOW -</p> <p>A. So I just want you aware: They -- they asked that I delay -- delay more time so Hope could get the words -- even though I'm leaving time, I'm not leaving enough so I'm going to leave a little more time, just so you know.</p> <p>So -- so the -- so I became the -- the head of financial services vertical.</p> <p>Q. And what organization or organizational unit was that in at -- at Google?</p> <p>A. It was in Tariq Shaukat's organization, which was industry -- I forget what it's called. You know, industry verticals and global alliances or something like that.</p> <p>Q. And what -- did you continue to report to Mr. Shaukat in that position?</p> <p>A. Yes.</p> <p>Q. How did it come to be that you moved into the position of head of financial services vertical?</p> <p>A. We spoke -- I don't know whether it was in person or on a hangout or on the phone -- and he asked if I would take the role.</p> <p>Q. And when you say "he," who are you referring to?</p>	<p style="text-align: right;">Page 132</p> <p>- STUART BRESLOW -</p> <p>MR. GAGE: Objection.</p> <p>THE WITNESS: I'm sorry, I apologize.</p> <p>A. A few times over the course of the months.</p> <p>Q. Did he tell you what efforts Google was undertaking to fill the role?</p> <p>A. I knew that he was actively interviewing candidates for the role and that I knew that at some point he -- he or people offsite presented some of the candidates to Diane Greene.</p> <p>Q. Do you know who those candidates were?</p> <p>A. No.</p> <p>Q. Do you know the background or experience of the candidates?</p> <p>A. No.</p> <p>Q. Do you know whether Ms. Rowe was a candidate?</p> <p>A. I did come to understand that, yes.</p> <p>Q. When did you come to understand that?</p> <p>A. Sometime -- sometime around the time I accepted the role.</p> <p>Q. How did you come to learn that?</p> <p>A. Don't recall specifically, but I</p>
<p style="text-align: right;">Page 131</p> <p>- STUART BRESLOW -</p> <p>A. Oh, I'm sorry. Tariq.</p> <p>Q. And when was that?</p> <p>A. Again, sometime December or January. I just don't remember specifically when.</p> <p>Q. How close in time was it to you assuming the role?</p> <p>A. Well, basically upon agreeing to do it, I assumed it. There's then the gap to when it was announced.</p> <p>Q. And how long was the gap between when you assumed it and when it was announced?</p> <p>A. I don't recall, but from the documents you showed me this morning it suggested it was a significant period of time.</p> <p>Q. Prior to that call or hangout with Mr. Shaukat, had you discussed the head of financial services vertical role with him before?</p> <p>A. Only in the sense that it was -- it was unfilled and I thought it was important to have it filled. I did not put myself forth as a candidate for it.</p> <p>Q. When did you have that discussion with him?</p> <p>A. A few --</p>	<p style="text-align: right;">Page 133</p> <p>- STUART BRESLOW -</p> <p>assume it was from Tariq.</p> <p>Q. Your discussions with Mr. Shaukat around the head of financial services vertical role, was that in the context of a broader reorganization of Tariq's group?</p> <p>A. You mean when he asked me to take on the role or -- or my comments earlier than that?</p> <p>Q. Either. Any of the times you discussed with him the financial services vertical role, was it in the context of talking about a broader reorganization?</p> <p>A. Well, the -- in connection with -- so, again, remembering that I was hired for purposes of this, this role to get Google Cloud -- to create a strategy for Google Cloud with regulated industries and then cause that to be executed, I thought since financial services was probably the anchor of that we really needed someone to fill that role.</p> <p>And I had a distinct role that was -- either role, it was distinct from that. Mine was, as I think you pointed out earlier, across the verticals and then -- so that's -- we did talk about that. And then, you know, once he</p>

Stuart Breslow
October 09, 2020

134 to 137

<p style="text-align: right;">Page 134</p> <p>1 - STUART BRESLOW -</p> <p>2 asked me to take on the role, I -- you know, we</p> <p>3 obviously talked about it again then, too.</p> <p>4 Q. Did Mr. Shaukat tell you what the</p> <p>5 role entailed in that conversation where he asked</p> <p>6 if you would take the role?</p> <p>7 A. No, he didn't have to tell me what it</p> <p>8 was. I -- I knew -- I knew what the role</p> <p>9 entailed having -- I was already at Google Cloud</p> <p>10 for probably six months and I saw what the other</p> <p>11 vertical leads did and I didn't -- you know,</p> <p>12 again, he was basically saying, you know, I need a</p> <p>13 senior executive in that role to, you know, bring</p> <p>14 coherence to it and so that's what I -- what I</p> <p>15 did.</p> <p>16 Q. Did you get -- did he give you or</p> <p>17 provide you with a copy of the job description?</p> <p>18 A. Not to my recollection.</p> <p>19 Q. Did anyone at that time provide you</p> <p>20 with a copy of the job description?</p> <p>21 A. Not to my recollection.</p> <p>22 Q. Were you ever asked to interview for</p> <p>23 the role?</p> <p>24 A. Not to my recollection.</p> <p>25 Q. Did you ever interview for the role?</p>	<p style="text-align: right;">Page 136</p> <p>1 - STUART BRESLOW -</p> <p>2 would require you to execute strategies from a</p> <p>3 technical and business perspective?</p> <p>4 A. Yes.</p> <p>5 Q. Did you understand that the role</p> <p>6 required extensive experiencing in managing</p> <p>7 information technology?</p> <p>8 A. Yes.</p> <p>9 Q. Did you understand that the role</p> <p>10 required extensive experiencing in managing</p> <p>11 computer systems that support enterprise goals?</p> <p>12 A. No.</p> <p>13 Q. Did you understand that the role</p> <p>14 required a Ph.D. or a Master of Science degree in</p> <p>15 computer science or related technical field?</p> <p>16 A. No.</p> <p>17 Q. In the context of Mr. Shaukat's</p> <p>18 organization, what did he discuss with you in late</p> <p>19 2018/early 2009 -- late 2018/early 2019 regarding</p> <p>20 changes that he wanted to make to his</p> <p>21 organizational structure.</p> <p>22 A. I don't recall conversations about</p> <p>23 that.</p> <p>24 Q. Okay. If you can go to the Box,</p> <p>25 we're looking for --</p>
<p style="text-align: right;">Page 135</p> <p>1 - STUART BRESLOW -</p> <p>2 A. Not to my recollection.</p> <p>3 Q. Now, with respect to that role did</p> <p>4 you understand that your responsibilities would</p> <p>5 include driving Google's business by developing</p> <p>6 product solutions?</p> <p>7 A. Yes.</p> <p>8 Q. Did you understand that your</p> <p>9 responsibilities in that role would include</p> <p>10 driving business by targeting -- by identifying</p> <p>11 M&A targets?</p> <p>12 A. Yes.</p> <p>13 Q. Did you understand that your role</p> <p>14 would include developing go-to market approaches</p> <p>15 that would resonate with the major companies in</p> <p>16 the financial services?</p> <p>17 A. Yes.</p> <p>18 Q. Did you understand that the role</p> <p>19 required appropriate technical acumen as a crucial</p> <p>20 component?</p> <p>21 A. Yes.</p> <p>22 Q. Did you understand that the role</p> <p>23 required technical know-how?</p> <p>24 A. Yes.</p> <p>25 Q. Did you understand that the role</p>	<p style="text-align: right;">Page 137</p> <p>1 - STUART BRESLOW -</p> <p>2 A. Hold on, I'm trying to find the Box.</p> <p>3 Got it.</p> <p>4 Q. Does it have Tab 15?</p> <p>5 A. Let me refresh it, hold on a second.</p> <p>6 Tab 15, yes?</p> <p>7 Q. And --</p> <p>8 A. Sorry. Tab 15 is what I'm looking</p> <p>9 for?</p> <p>10 Q. Yes.</p> <p>11 A. Right, got it.</p> <p>12 Q. We're up to Exhibit 18, Bates stamped</p> <p>13 GOOG-ROWE-00056729 through 730.</p> <p>14 (Whereupon, Exhibit 18 was marked at</p> <p>15 this time.)</p> <p>16 Q. Mr. Breslow, do you recognize this</p> <p>17 document?</p> <p>18 A. Yes, it's an e-mail.</p> <p>19 Q. And you see that e-mail is dated</p> <p>20 October 13, 2019?</p> <p>21 A. Right, that's a year later than the</p> <p>22 time frame you've been referring me to. That's a</p> <p>23 year later than the period you've been referring</p> <p>24 me to.</p> <p>25 Q. I understand. Thank you.</p>

Stuart Breslow
October 09, 2020

142 to 145

<p style="text-align: right;">Page 142</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>And so it was subsequent to that that Tariq said look, we're in this in-between period with a new CEO coming; I'm not inclined to go and recruit someone to come in and lead the financial services vertical right now; you have a deep financial services industry background; you know how to engage with senior executives, you -- we've had a good relationship in terms of you've known what to do and how to do it and how to progress important things here in the organization; you've made a lot of good contacts, created a good network and so would you become the head of the financial vertical; and then we can re-examine later on wheth -- on an interim basis we can examine later on whether you should become -- you know, whether it's -- what we would do to fill that role on a more permanent basis, whether it's you or somebody else. So that's how it came to be.</p> <p>And, you know, I was -- when asked to serve I said, of course. I liked the opportunity and I said yes and did it. There was no additional compensation, there was no change to my compensation, there was to change to my level,</p>	<p style="text-align: right;">Page 144</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>Q. And did he, in fact, use the word "interim"?</p> <p>A. He -- my recollection is he did. I don't recall that with certainty.</p> <p>Q. And did he tell you what would happen to you at the time you would examine later on if it was -- if you weren't going to be in that role permanently?</p> <p>A. I wasn't concerned about that.</p> <p>Q. My question was: Was it discussed?</p> <p>A. I don't recall it because I wasn't concerned about it.</p> <p>Q. Did Mr. Shaukat say whether he had spoken to anyone else with respect to putting you in the role?</p> <p>A. Not that I recall.</p> <p>Q. Did you speak with anyone else with respect to you assuming that role?</p> <p>A. I may have, but not that I recall.</p> <p>Q. Did you have an understanding as to whether anyone, other than Mr. Shaukat, was involved in the decision to put you into that role?</p> <p>A. I didn't have an understanding anyone</p>
<p style="text-align: right;">Page 143</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>there was no change to my ladder; none of the things you have been pointing to earlier. It was taking the job I was doing before and saying okay, now this is the job you're doing.</p> <p>Q. Is that in the conversation that you described earlier where he asked if you wanted to take the role?</p> <p>A. Yeah, it -- I suspect it was a couple -- I don't really recall whether it was one conversation or two or three conversations. It was -- you know, it was a big deal to make the change and so I suspect we had a couple of conversations. I just don't recall with any precision how many we had and, you know, which -- what -- what the -- what the substance was in each of the conversations, but that's effectively the record of the conversations.</p> <p>Q. Is there anything else that you recall him saying to you or you saying to him in the context of him offering you or asking you to take on the role of head of financial services?</p> <p>A. Not at this moment, but I expect there may be things that may refresh my recollection.</p>	<p style="text-align: right;">Page 145</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>other than Mr. Shaukat was involved.</p> <p>Q. In any of those conversations you just described for me whether it was one or a series of conversations, was Ms. Rowe discussed?</p> <p>A. Not to my recollection.</p> <p>Q. Was there any conversation in connection with you taking on the head of financial services role where Ms. Rowe was discussed?</p> <p>A. I'm sorry, is that a different question than the one you just asked?</p> <p>Q. It is.</p> <p>A. Can you repeat it then? I'm not following.</p> <p>Q. Sure. So, more generally, was -- in any conversation where your -- where your change in role was discussed, was Ms. Rowe discussed?</p> <p>MR. GAGE: Objection.</p> <p>A. Well, at some point I came to know that she had, you know, interviewed for the job when Diane Greene was at -- at Google Cloud. So I don't know -- I'm -- I'm sorry, I -- I apologize. I'm just not following the -- the question you're trying -- what you're trying to get at.</p>

Stuart Breslow
October 09, 2020

146 to 149

<p style="text-align: right;">Page 146</p> <p>1 - STUART BRESLOW -</p> <p>2 Q. We'll come back to it.</p> <p>3 A. Okay.</p> <p>4 Q. Aside from what you've already told</p> <p>5 me, did Mr. Shaukat communicate anything to you in</p> <p>6 addition about why he was selecting you for the</p> <p>7 role?</p> <p>8 A. Yeah, I -- as I described, you know,</p> <p>9 he knew that I knew my way around the financial</p> <p>10 services industry. I had -- he was well-aware of</p> <p>11 my background.</p> <p>12 I had been in financial services from</p> <p>13 '87 to 2017. I had worked at the highest</p> <p>14 levels of the industry. I've worked with senior</p> <p>15 regulators, which was important to the role. He</p> <p>16 knew about my experience as a -- as a partner at</p> <p>17 McKinsey because he, too, had been a partner at</p> <p>18 McKinsey and he knew what -- you know, what the</p> <p>19 rigors are of being a partner at McKinsey and how</p> <p>20 one engages the senior executives at McKinsey; and</p> <p>21 he knew that I had -- he knew that I created in a</p> <p>22 relatively short order a very strong network at</p> <p>23 Google Cloud. I had people all over the</p> <p>24 organization who were looking to me for support</p> <p>25 and guidance.</p>	<p style="text-align: right;">Page 148</p> <p>1 - STUART BRESLOW -</p> <p>2 A. With respect to regulatory</p> <p>3 technology?</p> <p>4 Q. Deep expertise.</p> <p>5 A. Well, now you changed it to</p> <p>6 "regulatory technology," right, that was your last</p> <p>7 question?</p> <p>8 Q. My last question.</p> <p>9 A. Right. Do I have deep expertise with</p> <p>10 respect to regulatory technology? In terms of the</p> <p>11 people who do this for a living, I have as good</p> <p>12 a -- a knowledge of it as most anyone can.</p> <p>13 Q. Do you have any understanding as to</p> <p>14 how your knowledge of regulatory technology</p> <p>15 compares to Ms. Rowe's knowledge?</p> <p>16 A. No.</p> <p>17 Q. Now, either internally or externally</p> <p>18 did you designate yourself as the head of</p> <p>19 financial services on an interim basis?</p> <p>20 MR. GAGE: Objection.</p> <p>21 A. Did I designate myself? Not to my</p> <p>22 recollection -- well, I'm sorry, you are</p> <p>23 asking -- is the keyword "interim" or "head of</p> <p>24 financial" services or both?</p> <p>25 Q. Let's -- let -- let me ask you a</p>
<p style="text-align: right;">Page 147</p> <p>1 - STUART BRESLOW -</p> <p>2 So -- and he was well-aware of those</p> <p>3 things when we talked about the role.</p> <p>4 Q. At that time, did you consider</p> <p>5 yourself to be an expert in technology?</p> <p>6 A. Excuse me --</p> <p>7 MR. GAGE: Objection.</p> <p>8 A. I -- I don't know, and I'm not trying</p> <p>9 to be clever. I had sufficient expertise in</p> <p>10 technology to speak cogently with the customer</p> <p>11 base at Google as well as with the sales force, as</p> <p>12 well as with the engineers, as well as with the</p> <p>13 in -- the infrastructure teams. So that's --</p> <p>14 that's -- that was the level of expertise I needed</p> <p>15 to do my job.</p> <p>16 Q. Beyond having enough to speak</p> <p>17 cogently about it, would you consider yourself to</p> <p>18 be an expert in technology?</p> <p>19 A. I --</p> <p>20 MR. GAGE: Objection.</p> <p>21 A. Yeah, my answer is my answer.</p> <p>22 Q. Do you consider yourself to have</p> <p>23 deep, deep technological expertise with respect to</p> <p>24 regulatory technology?</p> <p>25 MR. GAGE: Objection.</p>	<p style="text-align: right;">Page 149</p> <p>1 - STUART BRESLOW -</p> <p>2 different question. One is: Did you tell people</p> <p>3 that you were the head of financial services on an</p> <p>4 interim basis?</p> <p>5 A. May have.</p> <p>6 Q. Who?</p> <p>7 A. I -- I -- I have no specific -- I'm</p> <p>8 sorry the way I'm saying it, but I have no</p> <p>9 specific recollection. Again, these are things</p> <p>10 that didn't matter to me.</p> <p>11 Q. Did you -- when speaking of your</p> <p>12 role, did you say head of financial services or</p> <p>13 interim the head of financial services?</p> <p>14 A. I said head of financial services.</p> <p>15 Q. And is that how Mr. Shaukat also</p> <p>16 referred to you?</p> <p>17 A. I don't know.</p> <p>18 Q. And in the head of financial services</p> <p>19 role, did you meet with Ruth Porat?</p> <p>20 A. Well, I met with Ruth several times</p> <p>21 while I was at Google Alphabet. We had a meeting</p> <p>22 with Mark Carney who was the governor of the Bank</p> <p>23 of England, along with -- along with Thomas Kurian</p> <p>24 and a couple of other people, and I presented on</p> <p>25 the Cloud to a -- to a -- to Karney and a couple</p>

October 09, 2020

150 to 153

<p style="text-align: right;">Page 150</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 of his colleagues. We met with Craig Phillips, 2 who was a senior a -- a senior official at the 3 Treasury Department working for Steven Mnuchin who 4 both Ruth and I knew from Morgan Stanley days, and 5 we talked about the financial modernization and 6 the role of Cloud in financial modernization. 7 8 In addition, the guy who was head of 9 compliance at GP abruptly resigned and Ruth called 10 me late on a Friday to say could I please get 11 involved and figure out whether there were issues 12 of concern there and how we might effectively 13 ensure good controls at Google Pay; and in 14 addition, she asked me to help in the search for a 15 successor for that person. 16 17 So those are among the contacts I had 18 with a -- with Ruth after -- after the -- and -- 19 and -- and I -- and, and, you know, after I became 20 head of -- of the vertical, but they were not 21 occasioned by me. She -- she found me and she 22 knew me. We probably had, I don't know, three or 23 four hallway conversations as well. 24 25 Q. At some point in time, did you discuss with Mr. Shaukat what role Ms. Rowe would have going forward? And now I'm focusing on the</p>	<p style="text-align: right;">Page 152</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 financial services, but that she would have a 2 broader role as OC -- in OCTO. It would not be 3 one where she would effectively be doing financial 4 services -- dedicated financial services work. In 5 OCTO, she'd be covering many industries. 6 7 Q. Prior to that -- when was that 8 conversation? 9 10 A. I don't recall specifically. It was 11 sometime after January and sometime before April. 12 13 Q. Prior to that, did you have any 14 discussions with Mr. Shaukat regarding Ms. Rowe 15 reporting in to you? 16 17 MR. GAGE: Objection. 18 19 A. We may have. Again, I was -- I -- I 20 probably told him I was happy to have her work 21 with me. I -- you know, as I said to you earlier, 22 I -- I thought she was someone who I could work 23 with and we really -- I could help advance her 24 career had she -- had she worked with me. 25 26 Q. Did you discuss with Mr. Shaukat what her responsibilities would be relative to yours? 27 28 MR. GAGE: Objection. 29 30 A. I'm sorry, when -- when she went to 31 OCTO?</p>
<p style="text-align: right;">Page 151</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 time after the conversation that you just 2 described as to with respect to how you learned 3 you were going to have that role. 4 5 A. Yeah, I -- I talked about it. You 6 know, basically, it was between him and Ulku as to 7 how they were going to go forward. I certainly, 8 again as I indicated earlier, welcomed her into 9 the group and would have wished to have been 10 there, but that was between -- the two of them 11 discussed it. All I cared about was getting some 12 clarity so that the organization knew who was 13 doing what. 14 15 Q. Tell me everything you said to Mr. 16 Shaukat and everything he said to you with respect 17 to what Ms. Rowe's role would be going forward. 18 19 MR. GAGE: Objection. 20 21 A. So I came to learn at some point 22 that she didn't -- that she wanted -- that she 23 didn't find working in the Cloud, in the financial 24 services vertical acceptable and that she was 25 going to transition back to OCTO; and that the -- the conversation I had with Tariq about it was he let me know that she was doing that and that in doing that she would not be dedicated to</p>	<p style="text-align: right;">Page 153</p> <p style="text-align: center;">- STUART BRESLOW -</p> <p>1 Q. Prior to that. 2 3 A. When what -- 4 5 Q. During the period of time 6 between when you became the head of financial 7 services in late 2018/early 2019 and when she left 8 to go back to OCTO -- 9 10 A. Right. 11 12 Q. -- did you discuss with Mr. Shaukat 13 how -- what her role and responsibilities would be 14 as compared to what your role and responsibilities 15 would be? 16 17 MR. GAGE: Objection. 18 19 A. I don't recall a specific 20 conversation about it, but I viewed her as my 21 partner and wanted to -- you know, and as 22 welcome -- was open to having her work with me and 23 to figure out some way to -- to do that together. 24 25 Q. What did you understand her role and responsibilities to be at that time? 26 27 MR. GAGE: Objection. 28 29 A. All -- all I knew about what Ulku was 30 doing was that she was doing a lot of client 31 outreach and a lot of presentat -- you know, presentations at conferences which, you know,</p>